

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., et al.	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors.	)	
	)	Objection Deadline: October 9, 2009 @ 4:00 p.m.
	)	Hearing Date: October 26, 2009 @ 10:30 a.m.

**MOTION OF DEBTORS FOR ENTRY OF AN ORDER AUTHORIZING  
THE SETTLEMENT OF ASBESTOS PROPERTY DAMAGE CLAIMS  
FILED BY ALLEGHENY CENTER ASSOCIATES**

1. The Debtors have negotiated a Settlement Agreement with Claimants, Allegheny Center Associates, which will settle Claimants' asbestos property damage claims (Claim Nos. 11036, 11037) on terms and conditions set forth in the Settlement Agreement. A copy of the Settlement Agreement is attached as Exhibit A.

2. Debtors and Claimants negotiated in good faith to reach the Settlement Agreement and submit that it is in the best interest of the estate for the Court to approve the Settlement Agreement in an order substantially in the form of Exhibit B hereto.

3. For the reasons stated and pursuant to the authority cited in Debtors' prior Motions for Entry of An Order Authorizing the Settlement of Asbestos Property Damage Claims,<sup>1</sup> which motions are incorporated by reference, Debtors respectively move this Court pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure to approve the Settlement Agreement as in the best interests of the estate.

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<sup>1</sup> Samples of Debtors' prior Motions for Entry of An Order Authorizing the Settlement of Asbestos Property Damage Claims that have been filed with the Court are located at Docket Nos. 16270 and 17116.

Dated: September 4, 2009

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By:

  
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